

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response...1

PROCESSED DEC 15 2004 E

FORM D

THOMSON FINANCIAL NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix	11-1	Serial					
DAT	E RECEI	VED					

Name of Offering ([] chec change.) GGC PARTNE	if this is an amendment and names, L.L.C.	ne has changed,	and indicate	macroscopi
Filing Under (Check box(e apply):	s) that []Rule 504 []Rule 5	05 [X] Rule 50	06 [] Section 4(6)	[] UL(
Type of Filing: [X] New Fi	ng [] Amendment			
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1. Enter the information re	uested about the issuer	al de la grande de la companya de l	and the second s	W. C.
Name of Issuer ([] check GGC PARTNERS, L.L.C.	if this is an amendment and nam	e has changed,	and indicate change	2.)
	es (Number and Street, City ling Area Code) 308 E. PENNBR 605) 335-2709			
	ess Operations (Number and St. ing Area Code) (if different from E			H-CNBAITP
Brief Description of Busine TO BE IN THE BUSINESS	SS OF INVESTING IN AND/OR LOA	NING FUNDS T	O BIOVERSE, INC.	_т огоругий
Type of Business Organiz	ition			
[] corporation	[] limited partnership, alre	eady formed	[X] other (please	specify
[] business trust	[] limited partnership, to l	oe formed	Limited liability	compa

	Month	Year		
Actual or Estimated Date of Incorporation or Organization:	[10]	[04]]	[X]Actual	[] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-lette CN for Canada; FN				
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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;

- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	• •	Beneficial [Dwner	X] Exe Offi		[X] Director	Ma	neral and/or naging Member/ tner
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			Ansv	ver also	in Appendix	x, Colu	mn 2, if	filing un	der ULOI	Ξ.		
2. Wha	at is the r	minimur	m invest	ment tha	at will be ac	cepted	from a	ny individ	dual?			
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2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				,	
	Numbe Investo			Doll	regate ar Amount urchases
Accredited Investors		1/A	_	\$	0
Non-accredited Investors	1	√/A		\$	0
Total (for filings under Rule 504 only)	1	<u>\/A</u>	_	\$	0
Answer also in Appendix, Column 4, if filing under ULOE.					
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.					
Type of offering	Туре о	f Secur	ity	Doll Solo	ar Amount
Rule 505	1	V/A		\$	0
Regulation A	1	N/A		\$	0
Rule 504	1	N/A	_	\$	0
Total	1	N/A	<u> </u>	\$	0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		,	•		
Transfer Agent's Fees		•]		5.000
Printing and Engraving Costs		-	X]		5,000
Legal Fees		-	_		25,000
Accounting Fees		_	-		5,000
Engineering Fees		-		φ	
Sales Commissions (specify finders' fees separately)]	P	
Other Expenses (identify)			-	\$	35,000
Total	• • • • • • • • • • • • • • • • • • • •	Į	A]	э	35,000
b. Enter the difference between the aggregate offering price given in respo C - Question 1 and total expenses furnished in response to Part C - Quest				\$ <u>1,0</u>	045,000
difference is the "adjusted gross proceeds to the issuer."					

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Directors, & Affiliates	To Others
Salaries and fees		[] \$	[]
Purchase of real estate		[]	[]
Purchase, rental or leasing and installation of mac		[]	[]
Construction or leasing of plant buildings and facil	ities	[] \$	[] \$
Acquisition of other businesses (including the value securities involved in this offering that may be use exchange for the assets or securities of another in pursuant to a merger)	ed in ssuer	[X] \$_945,000	[] \$
Repayment of indebtedness		[] \$	[] - \$
Working capital		[]	[X] \$ 100,000
Other (specify):	· · · · · · · · · · · · · · · · · · ·	[]	[]
		[] \$	[] \$
Column Totals		[] \$ 945,000	[] \$ 100,000
Total Payments Listed (column totals added)		[X] \$ <u>1,04</u>	
D. FEDERAL SIGN	IATURE	क्तकर प्रमुख प्रत्याचा प्रमुख प्रमुख का स्थापन का	nagar-ana, sawa
The issuer has duly caused this notice to be signed by his notice is filed under Rule 505, the following signature furnish to the U.S. Securities and Exchange Commission formation furnished by the issuer to any non-accredit Rule 502.	ire constitutes an undertal ssion, upon written requested investor pursuant to pa	norized person king by the iss st of its staff, th	n. If uer e
ssuer (Print or Type)	Signature	Dat	е
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E. STATE SIGNATURE	
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes No

[] [X]"

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

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Issuer (Print or Type)	Şi	gnature	<i>[.]</i>	Date
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GGC Partners, L.L.C.		_bh00	Uch	12-06-04
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John F. Archer	At	torney		

Instruction:

provisions of such rule?

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

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	Intend to non-acconnections investors (Part B-I	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
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